

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

D.N.J. LBR 2016-1, FEE APPLICATION COVER SHEET

IN RE: Frank Theaters Bayonne/South Cove, LLC, et al.¹ APPLICANT: Pachulski Stang Ziehl & Jones LLP

CASE NO.: 18-34808 (SLM) CLIENT: Official Committee of Unsecured Creditors

CHAPTER: 11 CASE FILED: December 19, 2018

**SECTION I
FEE SUMMARY**

| | <u>FEES</u> | <u>EXPENSES</u> |
|---------------------------------|-------------|-----------------|
| Total Previous Fee Requested: | \$0.00 | \$0.00 |
| Total Fees Allowed To Date: | \$0.00 | \$0.00 |
| Total Retainer (If Applicable): | \$0.00 | \$0.00 |
| Total Holdback (If Applicable) | \$0.00 | \$0.00 |

¹ The Debtors in these chapter 11 cases (the “Chapter 11 Cases”) and the last four digits of each Debtor’s taxpayer identification number are as follows: Frank Theatres Bayonne/South Cove, LLC (3162); Frank Entertainment Group, LLC (3966); Frank Management LLC (0186); Frank Theatres, LLC (5542); Frank All Star Theatres, LLC (0420); Frank Theatres Blacksburg LLC (2964); Frank Theatres Delray, LLC (7655); Frank Theatres Kingsport LLC (5083); Frank Theatres Montgomeryville, LLC (0692); Frank Theatres Parkside Town Commons LLC (9724); Frank Theatres Rio, LLC (1591); Frank Theatres Towne, LLC (1528); Frank Theatres York, LLC (7779); Frank Theatres Mt. Airy, LLC (7429); Frank Theatres Southern Pines, LLC (2508); Frank Theatres Sanford, LLC (7475); Frank Theatres Shallotte, LLC (7548); Revolutions at City Place LLC (6048); Revolutions of Saucon Valley LLC (1135); Frank Entertainment Rock Hill LLC (0753); Frank Entertainment PSL, LLC (7033); Frank Hospitality Saucon Valley LLC (8570); Frank Hospitality York LLC (6617); and Galleria Cinema, LLC (2529).

| NAME OF PROFESSIONAL | YEAR ADMITTED | TITLE/DEPARTMENT | HOURS | RATE | Fee |
|--|---------------|------------------------|---------------|-----------------|---------------------|
| Feinstein, Robert J. | 1982 | Partner / Bankruptcy | 14.10 | \$1145.00 | \$16,144.50 |
| Hazan, Scott L. | 1974 | Partner / Bankruptcy | 0.20 | \$1145.00 | \$229.00 |
| Kevane, Henry C. | 1986 | Partner / Bankruptcy | 14.70 | \$1025.00 | \$15,067.50 |
| Morris, John A. | 1991 | Partner / Bankruptcy | 10.30 | \$1025.00 | \$10,557.50 |
| Sandler, Bradford J. | 1996 | Partner / Bankruptcy | 43.00 | \$975.00 | \$41,925.00 |
| *Sandler, Bradford J. (travel time) | 1996 | Partner / Bankruptcy | 15.00 | \$487.50 | \$7,312.50 |
| Litvak, Maxim B. | 1997 | Partner / Bankruptcy | 13.80 | \$925.00 | \$12,765.00 |
| Cho, Shirley S. | 1997 | Counsel / Bankruptcy | 35.30 | \$895.00 | \$31,593.50 |
| Golden, Steven W. | 2015 | Associate / Bankruptcy | 15.20 | \$575.00 | \$8,740.00 |
| Forrester, Leslie A. | N/A | Law Library Director | 1.30 | \$425.00 | \$552.50 |
| Canty, La Asia S. | N/A | Paralegal / Bankruptcy | 19.30 | \$395.00 | \$7,623.50 |
| Jeffries, Patricia J. | N/A | Paralegal / Bankruptcy | 11.00 | \$395.00 | \$4,345.00 |
| Total Fees | | | 193.20 | | \$156,855.50 |
| Attorney Blended Rate | | | | \$893.16 | |

* Reflects 50% rate reduction due to non-working travel time

| | |
|-------------------------------|----------------------------|
| FEE TOTALS - PAGE 2 | \$156,855.50 |
| DISBURSEMENTS TOTALS - PAGE 3 | <u>\$ 3,730.53</u> |
| TOTAL FEE APPLICATION | \$160,586.03 |
| MINUS 20% HOLDBACK | <u>-\$31,371.10</u> |
| AMOUNT SOUGHT AT THIS TIME | \$129,214.93 |

SECTION II - SUMMARY OF SERVICES

| SERVICES RENDERED | HOURS | FEES |
|------------------------------------|---------------|---------------------|
| Asset Disposition | 0.20 | \$195.00 |
| Bankruptcy Litigation | 15.40 | \$14,314.00 |
| Case Administration | 15.20 | \$7,973.00 |
| Claims Admin/Objections | 4.80 | \$4,456.00 |
| Compensation of Prof./Others | 2.40 | \$2,300.00 |
| Executory Contracts | 0.10 | \$97.50 |
| Financial Filings | 11.10 | \$5,434.50 |
| First Day | 1.50 | \$1,717.50 |
| Financing | 69.20 | \$63,985.00 |
| General Creditors Committee | 11.80 | \$8,184.00 |
| Hearing | 0.50 | \$530.50 |
| Operations | 7.20 | \$7,088.00 |
| Plan & Disclosure Statement | 26.80 | \$24,426.00 |
| PSZ&J Retention | 3.20 | \$1,372.00 |
| Retention of Professionals | 2.90 | \$2,659.50 |
| Retention of Professionals / Other | 5.90 | \$4,810.50 |
| Travel | 15.00 | \$7,312.50 |
| TOTAL: | 193.20 | \$156,855.50 |

SECTION III - SUMMARY OF DISBURSEMENTS

| | AMOUNT |
|-----------------------------|-------------------|
| Bloomberg | \$94.60 |
| Lexis/Nexis- Legal Research | \$208.43 |
| PACER - Court Research | \$176.10 |
| Reproduction/ Scan Copy | \$217.40 |
| Research (Parasec) | \$3,034.00 |
| TOTAL DISBURSEMENTS | \$3,730.53 |

I certify under penalty of perjury that the foregoing is true and correct.

Dated: February 21, 2019

/s/ Bradford J. Sandler

Bradford J. Sandler

RIKER, DANZIG, SCHERER, HYLAND & PERRETTI LLP
Joseph L. Schwartz (JS-5525)
Tara J. Schellhorn (TS-8155)
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tschellhorn@riker.com

PACHULSKI STANG ZIEHL & JONES LLP
Bradford J. Sandler (NJ Bar No. BS-1367)
Robert J. Feinstein (admitted *pro hac vice*)
780 Third Avenue, 34th Floor
New York, NY 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777
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rfeinstein@pszjlaw.com

*Counsel for the Official Committee
of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

FRANK THEATRES BAYONNE/SOUTH COVE,
LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 18-34808 (SLM)

(Jointly Administered)

**FIRST MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES
LLP FOR THE PERIOD OF JANUARY 3, 2019 THROUGH JANUARY 31, 2019**

| | |
|--|---|
| Name of applicant | Pachulski Stang Ziehl & Jones LLP |
| Authorized to Provide Professional Services to: | Official Committee of Unsecured Creditors |
| Effective Date of Retention | January 3, 2019 |
| Period for Which Compensation and Reimbursement is Sought: | January 3, 2019 - January 31, 2019 |

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Frank Theatres Bayonne/South Cove, LLC (3162); Frank Entertainment Group, LLC (3966); Frank Management LLC (0186); Frank Theatres, LLC (5542); Frank All Star Theatres, LLC (0420); Frank Theatres Blacksburg LLC (2964); Frank Theatres Delray, LLC (7655); Frank Theatres Kingsport LLC (5083); Frank Theatres Montgomeryville, LLC (0692); Frank Theatres Parkside Town Commons LLC (9724); Frank Theatres Rio, LLC (1591); Frank Theatres Towne, LLC (1528); Frank Theatres York, LLC (7779); Frank Theatres Mt. Airy, LLC (7429); Frank Theatres Southern Pines, LLC (2508); Frank Theatres Sanford, LLC (7475); Frank Theatres Shallotte, LLC (7548); Revolutions at City Place LLC (6048); Revolutions of Saucon Valley LLC (1135); Frank Entertainment Rock Hill LLC (0753); Frank Entertainment PSL, LLC (7033); Frank Hospitality Saucon Valley LLC (8570); Frank Hospitality York LLC (6617); and Galleria Cinema, LLC (2529).

| | |
|--|----------------|
| Compensation Sought as Actual, Reasonable and Necessary for Statement Period | \$156,855.50 |
| Reimbursement of Expenses Sought as Actual, Reasonable and Necessary During Statement Period | \$3,730.53 |
| Objection Deadline | March 11, 2019 |
| Amount Payable After Objection Deadline (80% of fees, 100% of expenses): | \$129,214.93 |

In accordance with the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-3 and the Court’s *Administrative Fee Order Establishing Certain Procedures for Allowance of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court* entered on January 22, 2019 [Docket No. 152] (the “Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), counsel for the Official Committee of Unsecured Creditors of the above-captioned debtors and debtors in possession, submits this first monthly fee statement (the “First Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred for the period from January 3, 2019 through January 31, 2019 (the “Statement Period”). By this First Monthly Fee Statement, PSZJ seeks payment in the amount of \$129,214.93, which is comprised of (i) eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Statement Period and (ii) reimbursement of one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

Annexed hereto as Exhibit A are contemporaneously-maintained time and expense records for the services rendered during the Statement Period.

TIME SUMMARY BY BILLING CATEGORY
For the Period of January 3, 2019 through January 31, 2019

| SERVICES RENDERED | HOURS | FEES |
|------------------------------------|---------------|---------------------|
| Asset Disposition | 0.20 | \$195.00 |
| Bankruptcy Litigation | 15.40 | \$14,314.00 |
| Case Administration | 15.20 | \$7,973.00 |
| Claims Admin/Objections | 4.80 | \$4,456.00 |
| Compensation of Prof./Others | 2.40 | \$2,300.00 |
| Executory Contracts | 0.10 | \$97.50 |
| Financial Filings | 11.10 | \$5,434.50 |
| First Day | 1.50 | \$1,717.50 |
| Financing | 69.20 | \$63,985.00 |
| General Creditors Committee | 11.80 | \$8,184.00 |
| Hearing | 0.50 | \$530.50 |
| Operations | 7.20 | \$7,088.00 |
| Plan & Disclosure Statement | 26.80 | \$24,426.00 |
| PSZ&J Retention | 3.20 | \$1,372.00 |
| Retention of Professionals | 2.90 | \$2,659.50 |
| Retention of Professionals / Other | 5.90 | \$4,810.50 |
| Travel | 15.00 | \$7,312.50 |
| TOTAL: | 193.20 | \$156,855.50 |

TIME SUMMARY BY PROFESSIONAL
For the Period of January 3, 2019 through January 31, 2019

| NAME OF PROFESSIONAL | YEAR ADMITTED | TITLE/DEPARTMENT | HOURS | RATE | FEES |
|--|----------------------|-------------------------|--------------|-------------|-------------|
| Feinstein, Robert J. | 1982 | Partner / Bankruptcy | 14.10 | \$1145.00 | \$16,144.50 |
| Hazan, Scott L. | 1974 | Partner / Bankruptcy | 0.20 | \$1145.00 | \$229.00 |
| Kevane, Henry C. | 1986 | Partner / Bankruptcy | 14.70 | \$1025.00 | \$15,067.50 |
| Morris, John A. | 1991 | Partner / Bankruptcy | 10.30 | \$1025.00 | \$10,557.50 |
| Sandler, Bradford J. | 1996 | Partner / Bankruptcy | 43.00 | \$975.00 | \$41,925.00 |
| *Sandler, Bradford J. (travel time) | 1996 | Partner / Bankruptcy | 15.00 | \$487.50 | \$7,312.50 |
| Litvak, Maxim B. | 1997 | Partner / Bankruptcy | 13.80 | \$925.00 | \$12,765.00 |
| Cho, Shirley S. | 1997 | Counsel / Bankruptcy | 35.30 | \$895.00 | \$31,593.50 |

| | | | | | |
|------------------------------|------|------------------------|---------------|-----------------|---------------------|
| Golden, Steven W. | 2015 | Associate / Bankruptcy | 15.20 | \$575.00 | \$8,740.00 |
| Forrester, Leslie A. | N/A | Law Library Director | 1.30 | \$425.00 | \$552.50 |
| Canty, La Asia S. | N/A | Paralegal / Bankruptcy | 19.30 | \$395.00 | \$7,623.50 |
| Jeffries, Patricia J. | N/A | Paralegal / Bankruptcy | 11.00 | \$395.00 | \$4,345.00 |
| Total Fees | | | 193.20 | | \$156,855.50 |
| Attorney Blended Rate | | | | \$893.16 | |

* Reflects 50% rate reduction due to non-working travel time

EXPENSE SUMMARY

For the Period of January 3, 2019 through January 31, 2019

| | AMOUNT |
|-----------------------------|-------------------|
| Bloomberg | \$94.60 |
| Lexis/Nexis- Legal Research | \$208.43 |
| PACER - Court Research | \$176.10 |
| Reproduction/ Scan Copy | \$217.40 |
| Research (Parasec) | \$3,034.00 |
| TOTAL DISBURSEMENTS | \$3,730.53 |

DESCRIPTION OF SERVICES PERFORMED DURING THE STATEMENT PERIOD

During the Statement Period, the Firm, among other things:

- reviewed and analyzed first day pleadings;
- corresponded with Dundon Advisers regarding sale issues;
- propounded informal document requests;
- conducted extensive analysis of the Debtors' assets and conferred and corresponded with parties regarding various issues with respect to the same;
- reviewed, organized and analyzed documents produced by the Debtors;
- maintained a memorandum of critical dates;
- participated on calls regarding various case issues;
- maintained and updated task lists;
- drafted an objection to the bar date motion and conferred and corresponded regarding the same;
- conferred and corresponded with parties regarding claims;
- reviewed professional fee applications;

- reviewed and analyzed schedules and statements of financial affairs;
- summarized schedules and statements of financial affairs;
- reviewed and analyzed all DIP financing related documents;
- drafted an outline of DIP issues and conferred and corresponded with counsel and estate professionals regarding DIP issues;
- prepared an objection to the DIP motion and conferred and corresponded regarding the same;
- coordinated lien searches and conducted analysis of same;
- reviewed and analyzed the draft DIP order and provided comments thereto;
- reviewed and analyzed parties' DIP objections;
- conferred and corresponded with parties re potential global case settlement;
- reviewed and analyzed various parties' loan documents and corresponded regarding the same;
- conferred and corresponded regarding the DIP hearing;
- prepared for and attended hearings;
- participated on Committee calls;
- prepared numerous summary memos to the Committee;
- attended in person meeting with case professionals;
- conferred and corresponded with parties regarding the Plan, RSA and related issues;
- prepared an objection to the RSA motion;
- prepared its retention application; and
- reviewed professionals' retention application and analyzed issues with respect to the same.

NOTICE AND OBJECTION PROCEDURES

Notice of this First Monthly Fee Statement shall be given by email or hand or overnight delivery upon: (i) the Debtors, c/o Lowenstein Sandler LLP, One Lowenstein Drive, Roseland, NJ 07068, Attention: Kenneth A. Rosen, Esq., Joseph J. DiPasquale, Esq., Eric S. Chafetz, Esq., and Michael Papandrea, Esq.; (ii) The Office of the United States Trustee for the District of New Jersey, One Newark Center, Suite 2100, Newark, NJ 07102, Attention: Fran B. Steele, Esq.; (iii) counsel to Seacoast Capital Partners III, L.P. and certain affiliates, Dorsey & Whitney LLP, 300

Crescent Court, Suite 400, Dallas, TX 75201, Attention: Larry Makel, Esq. and Eric Lopez Schnabel, Esq.; (iv) counsel to Elm Park Capital Management, LLC and certain affiliates, Neligan LLP, Republic Center, 325 N. St. Paul, Suite 3600, Dallas, TX 75201, Attention: Patrick J. Neligan, Jr., Esq. and John D. Gaither, Esq.; and (v) all parties that have requested to receive notice pursuant to Bankruptcy Rule 2002 (each a “Notice Party” and collectively, the “Notice Parties”).

Objections to this First Monthly Fee Statement, if any, must be served upon the Notice Parties, and by hand or overnight delivery upon Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34th Floor, New York, NY 10017, Attn: Bradford J. Sandler, Esq., no later than March 11, 2019 at 4:00 p.m. (Prevailing Eastern Time) (the “Objection Deadline”), setting forth the nature of the objection and the specific amount of fees or expenses at issue. If no objections to this First Monthly Fee Statement are received by the Objection Deadline, the Debtors shall promptly pay PSZJ 80% of the fees and 100% of the expenses identified in this First Monthly Fee Statement.

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RESERVATION OF RIGHTS

It is possible that some professional time expended or expenses incurred by PSZJ during the Statement Period are not reflected in this Application. PSZJ reserves the right to include such amounts in future fee applications.

Dated: February 22, 2019

/s/ Bradford J. Sandler

PACHULSKI STANG ZIEHL & JONES LLP
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-and-

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tschellhorn@riker.com

Counsel for the Official Committee of Unsecured Creditors

EXHIBIT A

TIME AND EXPENSE DETAIL

5026944v1

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

January 31, 2019

Invoice 121537

Client 29184

Matter 00002

RJF

RJF

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 01/31/2019

| | |
|------------------------------|---------------------|
| FEES | \$156,855.50 |
| EXPENSES | \$3,730.53 |
| TOTAL CURRENT CHARGES | \$160,586.03 |
| TOTAL BALANCE DUE | \$160,586.03 |

Pachulski Stang Ziehl & Jones LLP
 Frank Theatres O.C.C.
 29184 00002

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Summary of Services by Task Code

| <u>Task Code</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|------------------|--------------------------------|--------------|---------------|
| AD | Asset Disposition [B130] | 0.20 | \$195.00 |
| BL | Bankruptcy Litigation [L430] | 15.40 | \$14,314.00 |
| CA | Case Administration [B110] | 15.20 | \$7,973.00 |
| CO | Claims Admin/Objections[B310] | 4.80 | \$4,456.00 |
| CPO | Comp. of Prof./Others | 2.40 | \$2,300.00 |
| EC | Executory Contracts [B185] | 0.10 | \$97.50 |
| FD | First Day | 1.50 | \$1,717.50 |
| FF | Financial Filings [B110] | 11.10 | \$5,434.50 |
| FN | Financing [B230] | 69.20 | \$63,985.00 |
| GC | General Creditors Comm. [B150] | 11.80 | \$8,184.00 |
| HE | Hearing | 0.50 | \$530.50 |
| OP | Operations [B210] | 7.20 | \$7,088.00 |
| PD | Plan & Disclosure Stmt. [B320] | 26.80 | \$24,426.00 |
| PR | PSZ&J Retention | 3.20 | \$1,372.00 |
| RP | Retention of Prof. [B160] | 2.90 | \$2,659.50 |
| RPO | Ret. of Prof./Other | 5.90 | \$4,810.50 |
| TR | Travel | 15.00 | \$7,312.50 |
| | | 193.20 | \$156,855.50 |

Summary of Services by Professional

| <u>ID</u> | <u>Name</u> | <u>Title</u> | <u>Rate</u> | <u>Hours</u> | <u>Amount</u> |
|-----------|-----------------------|--------------|-------------|--------------|---------------|
| BJS | Sandler, Bradford J. | Partner | 487.50 | 15.00 | \$7,312.50 |
| BJS | Sandler, Bradford J. | Partner | 975.00 | 43.00 | \$41,925.00 |
| HCK | Kevane, Henry C. | Partner | 1025.00 | 14.70 | \$15,067.50 |
| JAM | Morris, John A. | Partner | 1025.00 | 10.30 | \$10,557.50 |
| LAF | Forrester, Leslie A. | Other | 425.00 | 1.30 | \$552.50 |
| LSC | Canty, La Asia S. | Paralegal | 395.00 | 19.30 | \$7,623.50 |
| MBL | Litvak, Maxim B. | Partner | 925.00 | 13.80 | \$12,765.00 |
| PJJ | Jeffries, Patricia J. | Paralegal | 395.00 | 11.00 | \$4,345.00 |
| RJF | Feinstein, Robert J. | Partner | 1145.00 | 14.10 | \$16,144.50 |
| SLH | Hazan, Scott L. | Partner | 1145.00 | 0.20 | \$229.00 |
| SSC | Cho, Shirley S. | Counsel | 895.00 | 35.30 | \$31,593.50 |

Pachulski Stang Ziehl & Jones LLP
Frank Theatres O.C.C.
29184 00002

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| | | | | | |
|-----|-------------------|-----------|--------|-------|--------------|
| SWG | Golden, Steven W. | Associate | 575.00 | 15.20 | \$8,740.00 |
| | | | 193.20 | | \$156,855.50 |

Summary of Expenses

| <u>Description</u> | <u>Amount</u> |
|--------------------------------|---------------|
| Bloomberg | \$94.60 |
| Lexis/Nexis- Legal Research [E | \$208.43 |
| Pacer - Court Research | \$176.10 |
| Reproduction/ Scan Copy | \$217.40 |
| Research [E106] | \$3,034.00 |
| | \$3,730.53 |

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 Frank Theatres O.C.C.
 29184 00002

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| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------------------------------|-----|----|---|-------------------|-------------|-----------------------|
| Asset Disposition [B130] | | | | | | |
| 01/12/2019 | BJS | AD | Various emails with Dundon regarding sale possibilities; Various emails with Debtors regarding same | 0.20 | 975.00 | \$195.00 |
| | | | | <hr/> 0.20 | | <hr/> \$195.00 |
| Bankruptcy Litigation [L430] | | | | | | |
| 01/04/2019 | RJF | BL | Emails debtors' counsel, UCC regarding confidentiality, document production. | 0.30 | 1145.00 | \$343.50 |
| 01/04/2019 | JAM | BL | Meet with S. Golden re background. | 0.30 | 1025.00 | \$307.50 |
| 01/04/2019 | SWG | BL | Meet with John Morris regarding discovery. | 0.20 | 575.00 | \$115.00 |
| 01/04/2019 | SWG | BL | Prepare and edit document requests to Debtors. | 2.90 | 575.00 | \$1,667.50 |
| 01/05/2019 | RJF | BL | Review and comment on due diligence request. | 0.20 | 1145.00 | \$229.00 |
| 01/05/2019 | JAM | BL | Review documents (1.8); review/revise informal document requests (.5); e-mail to R. Feinstein, B. Sandler, S. Golden re document requests (.2); revise document requests re R. Feinstein comments (.2); e-mails with R. Feinstein re document requests (.1). | 2.80 | 1025.00 | \$2,870.00 |
| 01/06/2019 | JAM | BL | Review B. Sandler comments to document requests and revise same (1.1); e-mail to R. Feinstein, B. Sandler, S. Golden re document requests (.3); e-mails with B. Sandler re document requests (.2); further revisions to document requests (.3); e-mail to M. Dundon re document requests (.1); research re (potentially) related bankruptcy cases (.4); e-mail to R. Feinstein, B. Sandler, S. Golden re same (.1). | 2.50 | 1025.00 | \$2,562.50 |
| 01/07/2019 | JAM | BL | Review Dundon revisions to document requests (.1); telephone conference with R. Feinstein re status, document requests (.1). | 0.20 | 1025.00 | \$205.00 |
| 01/08/2019 | JAM | BL | Review Dundon changes to document requests (.4); revise draft Interrogatories (.9); telephone conference with J. Roussey, P. Hurwitz re document requests (.2); committee call (.3); meet with B. Sandler re status, projects (.4); e-mail to Debtors' counsel re document requests (.2); e-mails with E. Chafetz re document requests (.2); e-mail to PSZJ team re projects (.3). | 2.90 | 1025.00 | \$2,972.50 |
| 01/09/2019 | RJF | BL | Call with debtors' counsel, John A. Morris regarding document requests. | 0.80 | 1145.00 | \$916.00 |
| 01/09/2019 | JAM | BL | Communications with P. Hurwitz, E. Chafetz re discovery (.2); meet with R. Feinstein re meeting with Debtors (.2); telephone conference with R. Feinstein, Debtors' counsel, Dundon re information requests (.9). | 1.30 | 1025.00 | \$1,332.50 |

Pachulski Stang Ziehl & Jones LLP
 Frank Theatres O.C.C.
 29184 00002

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 January 31, 2019

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|---|--------------|-------------|--------------------|
| 01/14/2019 | JAM | BL | Telephone conference with P. Hurwitz review (.3). | 0.30 | 1025.00 | \$307.50 |
| 01/18/2019 | SSC | BL | Email to Joe D. re RSA response deadline. | 0.10 | 895.00 | \$89.50 |
| 01/18/2019 | SSC | BL | Attention to case filings needed. | 0.10 | 895.00 | \$89.50 |
| 01/18/2019 | SSC | BL | Emails with L. Canty re index of dataroom needed. | 0.10 | 895.00 | \$89.50 |
| 01/22/2019 | LAF | BL | Research re: Officers of debtor. | 0.30 | 425.00 | \$127.50 |
| 01/23/2019 | SSC | BL | Email to Lowenstein re response deadlines. | 0.10 | 895.00 | \$89.50 |
| | | | | 15.40 | | \$14,314.00 |

Case Administration [B110]

| | | | | | | |
|------------|-----|----|---|------|---------|------------|
| 01/03/2019 | BJS | CA | Review and revise notice of appearance; Various emails with Riker regarding same, NJ practice | 0.20 | 975.00 | \$195.00 |
| 01/04/2019 | SWG | CA | Meet with John Morris regarding case. | 0.50 | 575.00 | \$287.50 |
| 01/04/2019 | RJF | CA | Telephone conference with Bradford J. Sandler regarding case issues. | 0.30 | 1145.00 | \$343.50 |
| 01/04/2019 | RJF | CA | Followup call with Bradford J. Sandler. | 0.30 | 1145.00 | \$343.50 |
| 01/04/2019 | RJF | CA | Attention to pro hac affidavit. | 0.10 | 1145.00 | \$114.50 |
| 01/06/2019 | BJS | CA | Review and revise critical dates memo to Official Creditors Committee | 0.20 | 975.00 | \$195.00 |
| 01/11/2019 | BJS | CA | Telephone conference with M Bogdanowicz regarding case issues | 0.50 | 975.00 | \$487.50 |
| 01/14/2019 | SSC | CA | Analysis re critical dates. | 0.10 | 895.00 | \$89.50 |
| 01/15/2019 | LSC | CA | Update critical dates memo, and WIP list; calendar entries and reminders. | 0.50 | 395.00 | \$197.50 |
| 01/15/2019 | LSC | CA | Review and index of data room materials. | 2.20 | 395.00 | \$869.00 |
| 01/16/2019 | LSC | CA | Update critical dates memo and WIP list; calendar entries and reminders. | 0.40 | 395.00 | \$158.00 |
| 01/17/2019 | BJS | CA | Official Creditors Committee Call | 0.80 | 975.00 | \$780.00 |
| 01/17/2019 | LSC | CA | Update contact list. | 0.20 | 395.00 | \$79.00 |
| 01/18/2019 | LSC | CA | Update critical dates memo and WIP list; calendar entries and reminders. | 0.50 | 395.00 | \$197.50 |
| 01/18/2019 | LSC | CA | Review data room pleadings and create index. | 2.90 | 395.00 | \$1,145.50 |
| 01/22/2019 | SSC | CA | Telephone conference with Bradford J. Sandler re upcoming deadlines. | 0.10 | 895.00 | \$89.50 |
| 01/22/2019 | SSC | CA | Review critical dates. | 0.10 | 895.00 | \$89.50 |
| 01/22/2019 | SWG | CA | Update contact list. | 0.10 | 575.00 | \$57.50 |
| 01/22/2019 | LSC | CA | Continued preparation of data room index to include updated documents. | 2.20 | 395.00 | \$869.00 |
| 01/22/2019 | LSC | CA | Update critical dates memo and WIP list; calendar | 0.70 | 395.00 | \$276.50 |

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| | | | entries and reminders (.5); update contact list (.2). | | | |
| 01/23/2019 | SSC | CA | Telephone conference with L. Canty re critical dates. | 0.10 | 895.00 | \$89.50 |
| 01/24/2019 | SSC | CA | Telephone conference with L. Canty re critical dates. | 0.10 | 895.00 | \$89.50 |
| 01/24/2019 | LSC | CA | Update critical dates memo and WIP list; calendar entries and reminders (.3); telephone conference with S. Cho regarding critical dates (.1). | 0.40 | 395.00 | \$158.00 |
| 01/25/2019 | LSC | CA | Update critical dates memo; calendar entries and reminders. | 0.40 | 395.00 | \$158.00 |
| 01/28/2019 | LSC | CA | Update critical dates memo and WIP list; calendar entries and reminders. | 0.60 | 395.00 | \$237.00 |
| 01/29/2019 | SSC | CA | Email to Riker re pro hac vice application. | 0.10 | 895.00 | \$89.50 |
| 01/31/2019 | LSC | CA | Prepare correspondence to S. Cho re upcoming dates/deadlines (.2); Update critical dates memo and WIP list; calendar entries and reminders (.3). | 0.50 | 395.00 | \$197.50 |
| 01/31/2019 | SSC | CA | Correspond with LSC re upcoming deadlines. | 0.10 | 895.00 | \$89.50 |
| | | | | 15.20 | | \$7,973.00 |

Claims Admin/Objections[B310]

| | | | | | | |
|------------|-----|----|--|------|--------|----------|
| 01/05/2019 | BJS | CO | Various emails with C Marshall regarding Coke | 0.30 | 975.00 | \$292.50 |
| 01/08/2019 | BJS | CO | Telephone conference with J Carr regarding Imax | 0.30 | 975.00 | \$292.50 |
| 01/14/2019 | BJS | CO | Review certification of counsel regarding Hall | 0.10 | 975.00 | \$97.50 |
| 01/15/2019 | SSC | CO | Email to M. Papandrea re bar date motion. | 0.10 | 895.00 | \$89.50 |
| 01/15/2019 | SSC | CO | Review and analysis re bar date motion. | 0.30 | 895.00 | \$268.50 |
| 01/15/2019 | SSC | CO | Telephone conference with Bradford J. Sandler re bar date motion issues. | 0.20 | 895.00 | \$179.00 |
| 01/15/2019 | SSC | CO | Telephone conference with M. Papandrea re bar date motion issues. | 0.20 | 895.00 | \$179.00 |
| 01/15/2019 | SSC | CO | Email to Bradford J. Sandler re M. Papandrea call. | 0.20 | 895.00 | \$179.00 |
| 01/15/2019 | SSC | CO | Review and respond to M. Papandrea email re bar date. | 0.10 | 895.00 | \$89.50 |
| 01/15/2019 | BJS | CO | Telephone conference with Shirley S. Cho regarding bar date motion | 0.10 | 975.00 | \$97.50 |
| 01/16/2019 | SSC | CO | Draft email response to Lowenstein re bar date issues. | 0.10 | 895.00 | \$89.50 |
| 01/16/2019 | SSC | CO | Draft limited objection to object re bar date. | 0.40 | 895.00 | \$358.00 |
| 01/16/2019 | SSC | CO | Review and revise limited objection to bar date. | 0.30 | 895.00 | \$268.50 |
| 01/16/2019 | SSC | CO | Email to Riker re bar date. | 0.10 | 895.00 | \$89.50 |
| 01/16/2019 | SSC | CO | Email to S. Golden re limited objection. | 0.10 | 895.00 | \$89.50 |
| 01/16/2019 | BJS | CO | Review and revise limited objection to bar date | 0.40 | 975.00 | \$390.00 |

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| | | | motion setting 9 days notice | | | |
| 01/17/2019 | SSC | CO | Telephone conference with S. Golden re bar date objection. | 0.10 | 895.00 | \$89.50 |
| 01/17/2019 | SSC | CO | Email to M. Papandrea re bar date objection. | 0.10 | 895.00 | \$89.50 |
| 01/17/2019 | SSC | CO | Telephone conference with S. Golden re bar date objection. | 0.10 | 895.00 | \$89.50 |
| 01/17/2019 | SSC | CO | Review several emails between PSZJ and Riker re bar date objection. | 0.20 | 895.00 | \$179.00 |
| 01/17/2019 | BJS | CO | Various emails with Debtors regarding lease rejection claims | 0.10 | 975.00 | \$97.50 |
| 01/17/2019 | BJS | CO | Various emails with Dundon regarding lease rejection claims | 0.20 | 975.00 | \$195.00 |
| 01/21/2019 | BJS | CO | Various emails with Debtors regarding GUC claim pool | 0.30 | 975.00 | \$292.50 |
| 01/22/2019 | BJS | CO | Various emails with J Carr regarding IMAX | 0.20 | 975.00 | \$195.00 |
| 01/24/2019 | SSC | CO | Emails with Loweinstein re bar date motion. | 0.10 | 895.00 | \$89.50 |
| 01/31/2019 | SSC | CO | Email to Steven W. Golden re Sandler supplemental declaration. | 0.10 | 895.00 | \$89.50 |
| | | | | 4.80 | \$4,456.00 | |

Comp. of Prof./Others

| | | | | | | |
|------------|-----|-----|---|------|--------|----------|
| 01/04/2019 | SWG | CPO | Prepare expense reimbursement form for committee members. | 0.10 | 575.00 | \$57.50 |
| 01/04/2019 | BJS | CPO | Review LS retention application and Rosen declaration; Various emails with Robert J. Feinstein regarding same | 0.30 | 975.00 | \$292.50 |
| 01/04/2019 | BJS | CPO | Telephone conference with B Michaelson regarding financial advisor selection | 0.20 | 975.00 | \$195.00 |
| 01/09/2019 | BJS | CPO | Various emails with J Schwartz regarding retention applications | 0.10 | 975.00 | \$97.50 |
| 01/14/2019 | BJS | CPO | Review YCST fee application | 0.10 | 975.00 | \$97.50 |
| 01/14/2019 | BJS | CPO | Review HBJ fee application | 0.10 | 975.00 | \$97.50 |
| 01/14/2019 | BJS | CPO | Review BS fee application | 0.10 | 975.00 | \$97.50 |
| 01/15/2019 | BJS | CPO | Various emails with J Schwartz regarding interim comp/Official Creditors Committee member expenses | 0.10 | 975.00 | \$97.50 |
| 01/16/2019 | BJS | CPO | Various emails with Robert J. Feinstein regarding Paragon and conflict with Lenders | 0.10 | 975.00 | \$97.50 |
| 01/18/2019 | BJS | CPO | Review Paragon retention application | 0.30 | 975.00 | \$292.50 |
| 01/18/2019 | BJS | CPO | Review Prime Clerk retention application | 0.10 | 975.00 | \$97.50 |

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| 01/18/2019 | BJS | CPO | Various emails with PSZJ/DA regarding Paragon and relationship with Lenders | 0.40 | 975.00 | \$390.00 |
| 01/23/2019 | BJS | CPO | Various emails with J DiPasquale regarding Paragon | 0.20 | 975.00 | \$195.00 |
| 01/25/2019 | BJS | CPO | Various emails with M Dundon regarding fee structure | 0.10 | 975.00 | \$97.50 |
| 01/25/2019 | BJS | CPO | Review Monthly fee statement of LS | 0.10 | 975.00 | \$97.50 |
| | | | | 2.40 | | \$2,300.00 |

Executory Contracts [B185]

| | | | | | | |
|------------|-----|----|-------------------------|-------------|--------|----------------|
| 01/25/2019 | BJS | EC | Review Motion to Reject | 0.10 | 975.00 | \$97.50 |
| | | | | 0.10 | | \$97.50 |

First Day

| | | | | | | |
|------------|-----|----|---|-------------|---------|-------------------|
| 01/04/2019 | RJF | FD | Review first day motions, interim orders. | 1.50 | 1145.00 | \$1,717.50 |
| | | | | 1.50 | | \$1,717.50 |

Financial Filings [B110]

| | | | | | | |
|------------|-----|----|---|--------------|--------|-------------------|
| 01/28/2019 | PJJ | FF | Prepare memo to Committee summarizing schedules and statements. | 2.50 | 395.00 | \$987.50 |
| 01/29/2019 | PJJ | FF | Continue to summarize schedules and statements. | 6.00 | 395.00 | \$2,370.00 |
| 01/30/2019 | PJJ | FF | Revise summary of schedules and statements. | 0.50 | 395.00 | \$197.50 |
| 01/30/2019 | SSC | FF | Review and revise schedules/SOFA summary memo. | 0.60 | 895.00 | \$537.00 |
| 01/30/2019 | SSC | FF | Review and analysis re schedules of 24 Debtors. | 0.80 | 895.00 | \$716.00 |
| 01/30/2019 | SSC | FF | Review and analysis re SOFAs of 24 Debtors. | 0.50 | 895.00 | \$447.50 |
| 01/30/2019 | SSC | FF | Telephone conference with P. Hurwitz re SOFAs. | 0.20 | 895.00 | \$179.00 |
| | | | | 11.10 | | \$5,434.50 |

Financing [B230]

| | | | | | | |
|------------|-----|----|---|------|---------|----------|
| 01/07/2019 | RJF | FN | Telephone conference with Bradford J. Sandler regarding DIP motion, related issues. | 0.30 | 1145.00 | \$343.50 |
| 01/07/2019 | SSC | FN | Telephone conference with Bradford J. Sandler re case status and draft DIP objection. | 0.20 | 895.00 | \$179.00 |
| 01/07/2019 | SSC | FN | Telephone conference with S. Golden re draft DIP objection. | 0.10 | 895.00 | \$89.50 |
| 01/07/2019 | SSC | FN | Review and analysis re first day declaration. | 0.40 | 895.00 | \$358.00 |
| 01/07/2019 | SSC | FN | Review and analysis re DIP motion. | 0.50 | 895.00 | \$447.50 |
| 01/07/2019 | SSC | FN | Review and analysis re DIP budget. | 0.30 | 895.00 | \$268.50 |

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| 01/07/2019 | SSC | FN | Review and analysis re interim DIP order. | 1.00 | 895.00 | \$895.00 |
| 01/07/2019 | SSC | FN | Draft DIP issues list. | 1.00 | 895.00 | \$895.00 |
| 01/07/2019 | BJS | FN | Various emails with Debtors regarding debtor-in-possession | 0.20 | 975.00 | \$195.00 |
| 01/07/2019 | BJS | FN | Review debtor-in-possession issues list | 0.40 | 975.00 | \$390.00 |
| 01/07/2019 | SWG | FN | Begin drafting DIP objection. | 0.40 | 575.00 | \$230.00 |
| 01/08/2019 | SWG | FN | Draft DIP objection. | 3.10 | 575.00 | \$1,782.50 |
| 01/08/2019 | HCK | FN | Memos to / from S. Cho and telephone call with Ms. Cho re DIP loan analysis. | 0.30 | 1025.00 | \$307.50 |
| 01/08/2019 | HCK | FN | Memos to / from B. Sandler re DIP loan lien analysis. | 0.20 | 1025.00 | \$205.00 |
| 01/08/2019 | HCK | FN | Review FD declaration and DIP loan interim order re security interest review. | 1.20 | 1025.00 | \$1,230.00 |
| 01/08/2019 | RJF | FN | Review and comment on DIP issues list. | 0.20 | 1145.00 | \$229.00 |
| 01/08/2019 | SSC | FN | Review and analysis re DIP Credit Agreement and schedules. | 0.80 | 895.00 | \$716.00 |
| 01/08/2019 | SSC | FN | Update DIP issues list. | 0.30 | 895.00 | \$268.50 |
| 01/08/2019 | SSC | FN | Review and analysis re litigation document requests. | 0.40 | 895.00 | \$358.00 |
| 01/08/2019 | SSC | FN | Draft DIP objection. | 1.50 | 895.00 | \$1,342.50 |
| 01/08/2019 | SSC | FN | Telephone conference with Robert J. Feinstein re DIP objection. | 0.20 | 895.00 | \$179.00 |
| 01/08/2019 | SSC | FN | Review research results from Steven W. Golden re DIP objection. | 0.10 | 895.00 | \$89.50 |
| 01/08/2019 | SSC | FN | Review and revise DIP objection. | 1.00 | 895.00 | \$895.00 |
| 01/08/2019 | BJS | FN | Review draft debtor-in-possession objection | 0.30 | 975.00 | \$292.50 |
| 01/09/2019 | SWG | FN | Edit DIP objection. | 0.40 | 575.00 | \$230.00 |
| 01/09/2019 | HCK | FN | Confer with P. Jeffries re lien search and review DIP loan schedules / other files. | 0.60 | 1025.00 | \$615.00 |
| 01/09/2019 | HCK | FN | Further review DIP loan interim order re challenge stipulation, loan schedules. | 0.80 | 1025.00 | \$820.00 |
| 01/09/2019 | PJJ | FN | Coordinate UCC search. | 2.00 | 395.00 | \$790.00 |
| 01/09/2019 | SSC | FN | Review and revise summary memo to Committee re DIP/RSA issues. | 2.40 | 895.00 | \$2,148.00 |
| 01/09/2019 | SSC | FN | Review and revise opposition to DIP. | 1.40 | 895.00 | \$1,253.00 |
| 01/09/2019 | BJS | FN | Various emails with M Dundon regarding document request | 0.20 | 975.00 | \$195.00 |
| 01/10/2019 | SSC | FN | Telephone conference with Bradford J. Sandler re status. | 0.10 | 895.00 | \$89.50 |
| 01/10/2019 | HCK | FN | Review pre-petition senior / subordinated loan | 1.80 | 1025.00 | \$1,845.00 |

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| | | | documents and other collateral documents for lien analysis. | | | |
| 01/10/2019 | RJF | FN | Office conference with Bradford J. Sandler regarding DIP. | 0.10 | 1145.00 | \$114.50 |
| 01/10/2019 | RJF | FN | Review DIP motion, interim order and issues list. | 1.00 | 1145.00 | \$1,145.00 |
| 01/10/2019 | RJF | FN | Call with Elm Park counsel regarding DIP. | 0.40 | 1145.00 | \$458.00 |
| 01/10/2019 | SSC | FN | Review and revise DIP issues list. | 0.30 | 895.00 | \$268.50 |
| 01/10/2019 | BJS | FN | Review debtor-in-possession Motion (.5); draft debtor-in-possession issues list (.3) | 0.80 | 975.00 | \$780.00 |
| 01/10/2019 | BJS | FN | Various emails with Shirley S. Cho regarding debtor-in-possession objection | 0.10 | 975.00 | \$97.50 |
| 01/10/2019 | BJS | FN | Telephone conference with P Hurowitz and J Rousse regarding debtor-in-possession, budget, RSA | 0.50 | 975.00 | \$487.50 |
| 01/10/2019 | BJS | FN | Various emails with Lenders regarding debtor-in-possession | 0.40 | 975.00 | \$390.00 |
| 01/10/2019 | BJS | FN | Telephone conference with counsel for lenders regarding debtor-in-possession/RSA | 0.50 | 975.00 | \$487.50 |
| 01/11/2019 | HCK | FN | Review internal lien search results. | 0.50 | 1025.00 | \$512.50 |
| 01/11/2019 | BJS | FN | Telephone conference with J Schwartz regarding summary of Debtor/Official Creditors Committee meeting, operational motions, debtor-in-possession, RSA | 0.50 | 975.00 | \$487.50 |
| 01/14/2019 | HCK | FN | Briefly review UCC lien search results and loan / security documents. | 0.60 | 1025.00 | \$615.00 |
| 01/14/2019 | SSC | FN | Review second interim DIP order. | 0.20 | 895.00 | \$179.00 |
| 01/14/2019 | SSC | FN | Add reservation of rights language to second interim DIP order. | 0.20 | 895.00 | \$179.00 |
| 01/14/2019 | BJS | FN | Various emails with Shirley S. Cho regarding 2nd interim debtor-in-possession (.1); Various emails with J Schwartz regarding same (.1). | 0.20 | 975.00 | \$195.00 |
| 01/14/2019 | BJS | FN | Various emails with J Roussey regarding 503b9 claims | 0.10 | 975.00 | \$97.50 |
| 01/14/2019 | BJS | FN | Review revised interim debtor-in-possession order | 0.30 | 975.00 | \$292.50 |
| 01/15/2019 | SSC | FN | Correspond with Henry C. Kevane re case background. | 0.10 | 895.00 | \$89.50 |
| 01/15/2019 | HCK | FN | Further review UCC lien search results. | 0.40 | 1025.00 | \$410.00 |
| 01/15/2019 | HCK | FN | Memos to / from J. Roussey re lien / loan documents. | 0.20 | 1025.00 | \$205.00 |
| 01/15/2019 | HCK | FN | Various follow-up with B. Sandler et al. re lien and perfection documents. | 0.20 | 1025.00 | \$205.00 |
| 01/15/2019 | RJF | FN | Review lenders' DIP response. | 0.10 | 1145.00 | \$114.50 |

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| 01/15/2019 | RJF | FN | Telephone conference with Bradford J. Sandler regarding DIP. | 0.20 | 1145.00 | \$229.00 |
| 01/15/2019 | RJF | FN | Telephone conference with Bradford J. Sandler regarding review lenders' DIP response. | 0.30 | 1145.00 | \$343.50 |
| 01/15/2019 | BJS | FN | Various emails with Lenders regarding debtor-in-possession; Telephone conference with J DiPasquale regarding debtor-in-possession, RSA | 0.30 | 975.00 | \$292.50 |
| 01/15/2019 | BJS | FN | Telephone conference with Robert J. Feinstein regarding Lenders' response to settlement | 0.20 | 975.00 | \$195.00 |
| 01/15/2019 | BJS | FN | Telephone conference with Robert J. Feinstein regarding debtor-in-possession objection | 0.20 | 975.00 | \$195.00 |
| 01/15/2019 | BJS | FN | Telephone conference with Dundon Advisors regarding debtor-in-possession | 0.30 | 975.00 | \$292.50 |
| 01/16/2019 | HCK | FN | Telephone calls with J. Roussey re loan and security documents from lenders and follow-up re same. | 0.40 | 1025.00 | \$410.00 |
| 01/16/2019 | HCK | FN | Further review UCC lien search results. | 0.30 | 1025.00 | \$307.50 |
| 01/16/2019 | RJF | FN | Emails Bradford J. Sandler, debtor regarding DIP. | 0.30 | 1145.00 | \$343.50 |
| 01/16/2019 | RJF | FN | Telephone conference with Dundon, Bradford J. Sandler regarding DIP issues. | 0.50 | 1145.00 | \$572.50 |
| 01/16/2019 | SSC | FN | Review and analysis re status of DIP objection. | 0.30 | 895.00 | \$268.50 |
| 01/16/2019 | BJS | FN | Draft Official Creditors Committee response to Lenders' debtor-in-possession settlement proposal. | 0.70 | 975.00 | \$682.50 |
| 01/16/2019 | BJS | FN | Various emails with Dundon regarding cash flow, operations | 0.20 | 975.00 | \$195.00 |
| 01/16/2019 | BJS | FN | Various emails with Robert J. Feinstein regarding debtor-in-possession | 0.20 | 975.00 | \$195.00 |
| 01/16/2019 | BJS | FN | Various emails with Lenders/Debtors regarding debtor-in-possession settlement | 0.10 | 975.00 | \$97.50 |
| 01/16/2019 | BJS | FN | Various emails with PSZJ/Dundon Advisors regarding debtor-in-possession | 0.30 | 975.00 | \$292.50 |
| 01/16/2019 | BJS | FN | Telephone conference with Dundon Advisors/PSZJ regarding debtor-in-possession | 0.50 | 975.00 | \$487.50 |
| 01/17/2019 | SSC | FN | Attend Committee call (partial) re DIP status. | 0.50 | 895.00 | \$447.50 |
| 01/18/2019 | HCK | FN | Further review loan and security agreement files. | 0.30 | 1025.00 | \$307.50 |
| 01/18/2019 | MBL | FN | Call with B. Sandler re DIP issues; review lender response re same. | 0.50 | 925.00 | \$462.50 |
| 01/18/2019 | MBL | FN | Review DIP motion and other background pleadings. | 1.50 | 925.00 | \$1,387.50 |
| 01/18/2019 | MBL | FN | Review and revise draft DIP objection. | 3.50 | 925.00 | \$3,237.50 |
| 01/18/2019 | SSC | FN | Review and analysis re lender DIP responses. | 0.20 | 895.00 | \$179.00 |
| 01/18/2019 | SSC | FN | Review and revise DIP objection. | 0.50 | 895.00 | \$447.50 |

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| 01/18/2019 | BJS | FN | Various emails with Official Creditors Committee regarding debtor-in-possession | 0.40 | 975.00 | \$390.00 |
| 01/18/2019 | BJS | FN | Official Creditors Committee Call re DIP. | 0.80 | 975.00 | \$780.00 |
| 01/18/2019 | BJS | FN | Various emails with Shirley S. Cho regarding debtor-in-possession | 0.20 | 975.00 | \$195.00 |
| 01/19/2019 | MLB | FN | Continue revisions to DIP objection. | 4.80 | 925.00 | \$4,440.00 |
| 01/19/2019 | MLB | FN | Further review of lender DIP proposal and DIP order (.1); emails with team re same (.1). | 0.20 | 925.00 | \$185.00 |
| 01/22/2019 | HCK | FN | Review data room index from S. Cho. | 0.20 | 1025.00 | \$205.00 |
| 01/22/2019 | BJS | FN | Telephone conference with counsel for lenders regarding debtor-in-possession settlement | 0.30 | 975.00 | \$292.50 |
| 01/22/2019 | BJS | FN | Various emails with Riker regarding debtor-in-possession | 0.10 | 975.00 | \$97.50 |
| 01/23/2019 | MLB | FN | Follow-up with team re DIP status; misc. emails re extension of objection deadline. | 0.10 | 925.00 | \$92.50 |
| 01/23/2019 | MLB | FN | Review and propose further revisions to revised DIP order. | 1.50 | 925.00 | \$1,387.50 |
| 01/23/2019 | RJF | FN | Emails Bradford J. Sandler regarding DIP status. | 0.30 | 1145.00 | \$343.50 |
| 01/23/2019 | SSC | FN | Review and analysis re revised final DIP order. | 0.70 | 895.00 | \$626.50 |
| 01/23/2019 | SSC | FN | Telephone conference with Bradford J. Sandler re DIP status. | 0.10 | 895.00 | \$89.50 |
| 01/23/2019 | BJS | FN | Review revised debtor-in-possession order; Various emails with PSZJ regarding same | 0.50 | 975.00 | \$487.50 |
| 01/24/2019 | HCK | FN | Further research/analyze lien and security interest issues and review DIP loan schedules. | 0.80 | 1025.00 | \$820.00 |
| 01/24/2019 | SSC | FN | Review final DIP order edits. | 0.10 | 895.00 | \$89.50 |
| 01/24/2019 | BJS | FN | Various emails with Lowenstein regarding debtor-in-possession (.2); Various emails with Lenders regarding debtor-in-possession (.1) | 0.30 | 975.00 | \$292.50 |
| 01/24/2019 | BJS | FN | Telephone conference with J Gaither regarding debtor-in-possession | 0.30 | 975.00 | \$292.50 |
| 01/25/2019 | MLB | FN | Review and comment on revised final DIP order from lender. | 0.70 | 925.00 | \$647.50 |
| 01/25/2019 | MLB | FN | Further emails with team re final DIP order; review further revisions. | 0.80 | 925.00 | \$740.00 |
| 01/25/2019 | MLB | FN | Call with S. Cho re revised final DIP order. | 0.10 | 925.00 | \$92.50 |
| 01/25/2019 | SSC | FN | Telephone conference with Bradford J. Sandler re DIP hearing. | 0.10 | 895.00 | \$89.50 |
| 01/25/2019 | SSC | FN | Email to Riker re DIP hearing. | 0.10 | 895.00 | \$89.50 |
| 01/25/2019 | SSC | FN | Review and revise final DIP order. | 0.70 | 895.00 | \$626.50 |

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| 01/25/2019 | SSC | FN | Telephone conference with Riker re DIP status and DIP hearing. | 0.60 | 895.00 | \$537.00 |
| 01/25/2019 | SSC | FN | Review M. Litvak open items on DIP order. | 0.20 | 895.00 | \$179.00 |
| 01/25/2019 | SSC | FN | Telephone conference with Bradford J. Sandler re DIP. | 0.20 | 895.00 | \$179.00 |
| 01/25/2019 | SSC | FN | Telephone conference with J. Gaither re DIP order issues. | 0.20 | 895.00 | \$179.00 |
| 01/25/2019 | SSC | FN | Telephone conference with J. Gaither re DIP order issues. | 0.10 | 895.00 | \$89.50 |
| 01/25/2019 | BJS | FN | Various conferences with Shirley S. Cho regarding debtor-in-possession | 0.50 | 975.00 | \$487.50 |
| 01/25/2019 | BJS | FN | Various emails with Debtors/Lenders regarding debtor-in-possession | 1.00 | 975.00 | \$975.00 |
| 01/25/2019 | BJS | FN | Various emails with Debtors/Lenders regarding debtor-in-possession | 0.50 | 975.00 | \$487.50 |
| 01/26/2019 | MBL | FN | Attention to emails re final DIP order. | 0.10 | 925.00 | \$92.50 |
| 01/26/2019 | SSC | FN | Email to DIP Lender counsel, J. Gaither, re status of final DIP order. | 0.10 | 895.00 | \$89.50 |
| 01/27/2019 | SSC | FN | Email to J. Schwartz re final DIP order. | 0.10 | 895.00 | \$89.50 |
| 01/27/2019 | BJS | FN | Review final debtor-in-possession Order; Various emails with counsel regarding same; Various emails with Shirley S. Cho regarding same | 0.40 | 975.00 | \$390.00 |
| 01/27/2019 | SSC | FN | Review final DIP order edits from Lowenstein. | 0.20 | 895.00 | \$179.00 |
| 01/28/2019 | RJF | FN | Emails regarding final DIP hearing. | 0.10 | 1145.00 | \$114.50 |
| 01/28/2019 | SSC | FN | Attend DIP hearing telephonically. | 0.60 | 895.00 | \$537.00 |
| 01/28/2019 | SSC | FN | Email to Bradford J. Sandler re DIP hearing update. | 0.10 | 895.00 | \$89.50 |
| 01/29/2019 | HCK | FN | Draft lien challenge analysis memo and further review documents. | 2.40 | 1025.00 | \$2,460.00 |
| 01/30/2019 | HCK | FN | Further draft / revise lien analysis and review documents. | 1.70 | 1025.00 | \$1,742.50 |
| 01/30/2019 | HCK | FN | Memo to J. Roussey re lien documents. | 0.10 | 1025.00 | \$102.50 |
| 01/30/2019 | HCK | FN | Further draft / edit lien review memo. | 0.30 | 1025.00 | \$307.50 |
| 01/31/2019 | HCK | FN | Further draft / revise lien challenge analysis memo. | 1.40 | 1025.00 | \$1,435.00 |
| | | | | <u>69.20</u> | | <u>\$63,985.00</u> |

General Creditors Comm. [B150]

| | | | | | | |
|------------|-----|----|--|------|---------|----------|
| 01/03/2019 | RJF | GC | Brief committee meeting regarding housekeeping items. | 0.30 | 1145.00 | \$343.50 |
| 01/04/2019 | BJS | GC | Telephone conference with S Golden regarding Official Creditors Committee bylaws | 0.10 | 975.00 | \$97.50 |

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| 01/07/2019 | SWG | GC | Update bylaws. | 0.10 | 575.00 | \$57.50 |
| 01/08/2019 | SWG | GC | Draft memo to committee. | 3.80 | 575.00 | \$2,185.00 |
| 01/08/2019 | BJS | GC | Official Creditors Committee Call | 0.50 | 975.00 | \$487.50 |
| 01/08/2019 | RJF | GC | Telephonic committee meeting. | 0.50 | 1145.00 | \$572.50 |
| 01/08/2019 | RJF | GC | Prep for committee meeting. | 0.30 | 1145.00 | \$343.50 |
| 01/17/2019 | BJS | GC | Telephone conference with B Boe regarding RSA/debtor-in-possession | 0.30 | 975.00 | \$292.50 |
| 01/17/2019 | RJF | GC | Prep for committee meeting. | 0.30 | 1145.00 | \$343.50 |
| 01/17/2019 | RJF | GC | Telephonic committee meeting. | 0.90 | 1145.00 | \$1,030.50 |
| 01/18/2019 | SSC | GC | Telephone conference with L. Carty re Committee confidential information protocol motion needed. | 0.10 | 895.00 | \$89.50 |
| 01/23/2019 | SSC | GC | Review committee confidential information motion. | 0.10 | 895.00 | \$89.50 |
| 01/23/2019 | LSC | GC | Research in connection with Committee information motion. | 1.10 | 395.00 | \$434.50 |
| 01/24/2019 | SSC | GC | Email to Riker re confidential information motion. | 0.10 | 895.00 | \$89.50 |
| 01/24/2019 | LSC | GC | Further review and revise Committee information motion. | 0.50 | 395.00 | \$197.50 |
| 01/28/2019 | SSC | GC | Review Committee confidential information motion edits. | 0.10 | 895.00 | \$89.50 |
| 01/28/2019 | SSC | GC | Email to T. Schellhorn re filing. | 0.10 | 895.00 | \$89.50 |
| 01/28/2019 | SSC | GC | Email to Committee re case update after DIP hearing. | 0.30 | 895.00 | \$268.50 |
| 01/28/2019 | LSC | GC | Review pleadings and prepare weekly summary memo. | 1.20 | 395.00 | \$474.00 |
| 01/28/2019 | LSC | GC | Research and correspondence re Committee bylaws (.3); prepare summary memo (.5). | 0.80 | 395.00 | \$316.00 |
| 01/30/2019 | BJS | GC | Review Memo to Official Creditors Committee | 0.30 | 975.00 | \$292.50 |
| | | | | <u>11.80</u> | | <u>\$8,184.00</u> |

Hearing

| | | | | | | |
|------------|-----|----|---|------|---------|----------|
| 01/13/2019 | RJF | HE | Emails Bradford J. Sandler regarding 1/14/19 hearing. | 0.20 | 1145.00 | \$229.00 |
| 01/14/2019 | RJF | HE | Review emails regarding omnibus hearing results. | 0.10 | 1145.00 | \$114.50 |
| 01/18/2019 | SSC | HE | Review 1/22 hearing agenda. | 0.10 | 895.00 | \$89.50 |
| 01/24/2019 | BJS | HE | Review agenda and discuss with Shirley S. Cho | 0.10 | 975.00 | \$97.50 |

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| | | | | <u>0.50</u> | | <u>\$530.50</u> |
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| Operations [B210] | | | | | | |
| 01/03/2019 | BJS | OP | Conference with Riker attorneys regarding operational motions | 0.30 | 975.00 | \$292.50 |
| 01/04/2019 | RJF | OP | Kickoff call with debtors' counsel regarding case issues. | 0.40 | 1145.00 | \$458.00 |
| 01/04/2019 | BJS | OP | Telephone conference with M Dundon regarding diligence, financing, RSA | 0.20 | 975.00 | \$195.00 |
| 01/05/2019 | BJS | OP | Telephone conference with J Schwartz regarding operational motions | 0.50 | 975.00 | \$487.50 |
| 01/06/2019 | BJS | OP | Various emails with P Hurwitz regarding financial issues | 0.10 | 975.00 | \$97.50 |
| 01/07/2019 | BJS | OP | Review Dropbox inventory from C Lang | 0.10 | 975.00 | \$97.50 |
| 01/07/2019 | BJS | OP | Various emails with P Hurwitz regarding cash management | 0.10 | 975.00 | \$97.50 |
| 01/07/2019 | BJS | OP | Review Riker's memo to Official Creditors Committee regarding operational motions | 0.40 | 975.00 | \$390.00 |
| 01/09/2019 | BJS | OP | Various emails with Riker regarding critical vendor payments | 0.20 | 975.00 | \$195.00 |
| 01/09/2019 | BJS | OP | Meeting with Debtors regarding operations, debtor-in-possession, RSA, potential claims | 3.50 | 975.00 | \$3,412.50 |
| 01/12/2019 | BJS | OP | Various emails with Dundon regarding operational issues | 0.30 | 975.00 | \$292.50 |
| 01/14/2019 | BJS | OP | Review revised 1st day operational orders | 0.30 | 975.00 | \$292.50 |
| 01/18/2019 | BJS | OP | Telephone conference with P Hurwitz regarding operations | 0.20 | 975.00 | \$195.00 |
| 01/19/2019 | BJS | OP | Review Dundon report; Various emails with P Hurowitz regarding same | 0.30 | 975.00 | \$292.50 |
| 01/22/2019 | BJS | OP | Various emails with J DiPasquale regarding Universal/NBC | 0.20 | 975.00 | \$195.00 |
| 01/23/2019 | BJS | OP | Review updated financials | 0.10 | 975.00 | \$97.50 |
| | | | | 7.20 | | \$7,088.00 |

Plan & Disclosure Stmt. [B320]

| | | | | | | |
|------------|-----|----|--|------|---------|----------|
| 01/03/2019 | BJS | PD | Various emails with Debtors regarding RSA | 0.10 | 975.00 | \$97.50 |
| 01/03/2019 | BJS | PD | Conference with B Michaelson regarding RSA issues/Official Creditors Committee strategy | 0.50 | 975.00 | \$487.50 |
| 01/04/2019 | RJF | PD | Office conference with John A. Morris regarding RSA and related issues. | 0.30 | 1145.00 | \$343.50 |
| 01/04/2019 | BJS | PD | Telephone conference with Lowenstein team regarding case issues, RSA, debtor-in-possession | 0.80 | 975.00 | \$780.00 |

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| 01/05/2019 | BJS | PD | Telephone conference with B Michaelson regarding plan | 0.20 | 975.00 | \$195.00 |
| 01/05/2019 | BJS | PD | Review and revise Document Request for Plan/debtor-in-possession/RSA | 1.00 | 975.00 | \$975.00 |
| 01/06/2019 | BJS | PD | Various emails with J Morris regarding plan discovery | 0.20 | 975.00 | \$195.00 |
| 01/06/2019 | BJS | PD | Various emails with Official Creditors Committee regarding plan issues, debtor-in-possession, discovery | 1.00 | 975.00 | \$975.00 |
| 01/06/2019 | BJS | PD | Telephone conference with Robert J. Feinstein regarding plan discovery | 0.10 | 975.00 | \$97.50 |
| 01/07/2019 | SWG | PD | Begin drafting objection to RSA motion. | 2.70 | 575.00 | \$1,552.50 |
| 01/07/2019 | BJS | PD | Telephone conference with Robert J. Feinstein regarding RSA | 0.10 | 975.00 | \$97.50 |
| 01/07/2019 | BJS | PD | Telephone conference with Shirley S. Cho regarding RSA issues | 0.30 | 975.00 | \$292.50 |
| 01/07/2019 | BJS | PD | Review Updated diligence list with Dundon additions | 0.20 | 975.00 | \$195.00 |
| 01/07/2019 | BJS | PD | Various emails with B Boe regarding RSA, debtor-in-possession | 0.20 | 975.00 | \$195.00 |
| 01/08/2019 | SSC | PD | Review and analysis re RSA motion, including RSA and plan term sheet. | 2.00 | 895.00 | \$1,790.00 |
| 01/08/2019 | SSC | PD | Draft opposition to RSA. | 3.00 | 895.00 | \$2,685.00 |
| 01/08/2019 | BJS | PD | Review draft RSA objection | 0.20 | 975.00 | \$195.00 |
| 01/08/2019 | BJS | PD | Various emails with M Dundon regarding debtor-in-possession/RSA | 0.10 | 975.00 | \$97.50 |
| 01/09/2019 | SWG | PD | Continue drafting memo regarding DIP/ RSA. | 0.30 | 575.00 | \$172.50 |
| 01/09/2019 | LAF | PD | Legal research re: RSA as invalid contract thus unassumable. | 1.00 | 425.00 | \$425.00 |
| 01/09/2019 | RJF | PD | Meeting with debtors' professionals at Lowenstein, FA's. | 2.30 | 1145.00 | \$2,633.50 |
| 01/09/2019 | SSC | PD | Review and revise opposition to RSA. | 0.60 | 895.00 | \$537.00 |
| 01/09/2019 | SLH | PD | RF/plan discussions. | 0.20 | 1145.00 | \$229.00 |
| 01/14/2019 | BJS | PD | Various emails with J Horn regarding effectiVarious emails with date of plan | 0.10 | 975.00 | \$97.50 |
| 01/14/2019 | BJS | PD | Telephone conference with A Campitiello (investor) regarding plan, distributions | 0.30 | 975.00 | \$292.50 |
| 01/17/2019 | RJF | PD | Emails Bradford J. Sandler regarding global settlement. | 0.20 | 1145.00 | \$229.00 |
| 01/17/2019 | BJS | PD | Various emails with J debtor-in-possession regarding RSA, discovery, settlement | 0.20 | 975.00 | \$195.00 |

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| 01/17/2019 | BJS | PD | Various emails with Robert J. Feinstein regarding potential settlement structure | 0.30 | 975.00 | \$292.50 |
| 01/17/2019 | BJS | PD | Various emails with Debtors regarding RSA, bar date | 0.30 | 975.00 | \$292.50 |
| 01/18/2019 | SSC | PD | Review RSA motion status and deadline. | 0.20 | 895.00 | \$179.00 |
| 01/22/2019 | BJS | PD | Telephone conference with J DiPasquale regarding global settlement, debtor-in-possession | 0.20 | 975.00 | \$195.00 |
| 01/24/2019 | BJS | PD | Various emails with Official Creditors Committee regarding global settlement, debtor-in-possession | 1.00 | 975.00 | \$975.00 |
| 01/24/2019 | BJS | PD | Various emails with Lowenstein regarding global settlement | 0.10 | 975.00 | \$97.50 |
| 01/24/2019 | BJS | PD | Meeting with P Hurowitz regarding plan issues | 0.40 | 975.00 | \$390.00 |
| 01/24/2019 | BJS | PD | Various emails with Debtors regarding global settlement | 0.20 | 975.00 | \$195.00 |
| 01/25/2019 | BJS | PD | Various emails with Official Creditors Committee regarding settlement | 0.50 | 975.00 | \$487.50 |
| 01/25/2019 | BJS | PD | Various emails with Debtors regarding global settlement demand | 0.20 | 975.00 | \$195.00 |
| 01/26/2019 | BJS | PD | Various emails with Official Creditors Committee members regarding settlement | 0.40 | 975.00 | \$390.00 |
| 01/29/2019 | BJS | PD | Telephone conference with J DiPasquale regarding settlement | 0.30 | 975.00 | \$292.50 |
| 01/31/2019 | BJS | PD | Attention to settlement conference with RSA parties and Debtors | 3.50 | 975.00 | \$3,412.50 |
| 01/31/2019 | BJS | PD | Conference with P Hurowitz after settlement conference | 0.50 | 975.00 | \$487.50 |
| 01/31/2019 | BJS | PD | Various emails with Official Creditors Committee regarding settlement | 0.50 | 975.00 | \$487.50 |
| | | | | 26.80 | | \$24,426.00 |

PSZ&J Retention

| | | | | | | |
|------------|-----|----|--|-------------|--------|-------------------|
| 01/04/2019 | SWG | PR | Prepare PSZJ retention application. | 0.60 | 575.00 | \$345.00 |
| 01/18/2019 | LSC | PR | Revise PSZJ retention application and proposed order. | 0.90 | 395.00 | \$355.50 |
| 01/22/2019 | LSC | PR | Research background information in connection with PSZJ retention application and correspondence with S. Cho regarding same. | 1.30 | 395.00 | \$513.50 |
| 01/23/2019 | LSC | PR | Revise PSZJ retention application and order. | 0.40 | 395.00 | \$158.00 |
| | | | | 3.20 | | \$1,372.00 |

Retention of Prof. [B160]

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| 01/14/2019 | BJS | RP | Conference with Colin R. Robinson regarding fee application | 0.30 | 975.00 | \$292.50 |
| 01/14/2019 | BJS | RP | Review and revise PSZJ fee application | 0.40 | 975.00 | \$390.00 |
| 01/18/2019 | BJS | RP | Review draft PSZJ retention application | 0.10 | 975.00 | \$97.50 |
| 01/18/2019 | SSC | RP | Review and revise PSZJ retention application. | 1.00 | 895.00 | \$895.00 |
| 01/25/2019 | SSC | RP | Review and revise PSZJ retention application. | 0.20 | 895.00 | \$179.00 |
| 01/25/2019 | SSC | RP | Review edits to PSZJ retention application from Riker. | 0.20 | 895.00 | \$179.00 |
| 01/28/2019 | SSC | RP | Emails with Riker re final forms of Committee retention applications. | 0.20 | 895.00 | \$179.00 |
| 01/28/2019 | SSC | RP | Email to B. Boe re retention applications. | 0.10 | 895.00 | \$89.50 |
| 01/28/2019 | SSC | RP | Review and revise PSZJ retention application based on Riker comments. | 0.10 | 895.00 | \$89.50 |
| 01/28/2019 | SSC | RP | Telephone conference with T. Schellhorn re Committee retention applications. | 0.10 | 895.00 | \$89.50 |
| 01/31/2019 | SSC | RP | Review and respond to J. Schwartz email re UST inquiry. | 0.10 | 895.00 | \$89.50 |
| 01/31/2019 | SSC | RP | Inquiry re Vistar. | 0.10 | 895.00 | \$89.50 |
| | | | | <u>2.90</u> | | <u>\$2,659.50</u> |

Ret. of Prof./Other

| | | | | | | |
|------------|-----|-----|---|------|---------|----------|
| 01/03/2019 | RJF | RPO | Interview and select committee FAs. | 0.80 | 1145.00 | \$916.00 |
| 01/03/2019 | BJS | RPO | Official Creditors Committee meeting regarding FA interviews/selection | 1.00 | 975.00 | \$975.00 |
| 01/04/2019 | RJF | RPO | Review Lowenstein retention application. | 0.20 | 1145.00 | \$229.00 |
| 01/18/2019 | SSC | RPO | Email to Debtors' counsel re Paragon LOI. | 0.10 | 895.00 | \$89.50 |
| 01/19/2019 | SSC | RPO | Review and analysis re Paragon retention application. | 0.20 | 895.00 | \$179.00 |
| 01/19/2019 | SSC | RPO | Review and analysis re Paragon LOI and attachments with Senior Lenders. | 0.30 | 895.00 | \$268.50 |
| 01/19/2019 | SSC | RPO | Review and analysis of Paragon retention issues raised by the LOI. | 0.20 | 895.00 | \$179.00 |
| 01/23/2019 | SSC | RPO | Email to local counsel re retention application. | 0.10 | 895.00 | \$89.50 |
| 01/24/2019 | LSC | RPO | Prepare draft objection to Paragon retention for S. Cho and conduct research in connection with the same. | 1.60 | 395.00 | \$632.00 |
| 01/24/2019 | SSC | RPO | Analysis re re Paragon objection. | 0.20 | 895.00 | \$179.00 |
| 01/25/2019 | SSC | RPO | Review and analysis re Riker retention application. | 0.10 | 895.00 | \$89.50 |
| 01/25/2019 | SSC | RPO | Review and analysis re Riker retention order. | 0.10 | 895.00 | \$89.50 |

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| 01/25/2019 | SSC | RPO | Telephone conference with R. Atkin re Ryker retention application. | 0.10 | 895.00 | \$89.50 |
| 01/25/2019 | SSC | RPO | Review and revise Committee declaration re Riker retention. | 0.20 | 895.00 | \$179.00 |
| 01/25/2019 | SSC | RPO | Review and analysis re Riker retention declaration. | 0.20 | 895.00 | \$179.00 |
| 01/25/2019 | SSC | RPO | Email to R. Akin re Riker retention application revisions. | 0.10 | 895.00 | \$89.50 |
| 01/26/2019 | SSC | RPO | Email to Riker re retention application revision. | 0.10 | 895.00 | \$89.50 |
| 01/27/2019 | SSC | RPO | Review Dundon application. | 0.10 | 895.00 | \$89.50 |
| 01/28/2019 | SSC | RPO | Review and revise to Dundon retention application. | 0.20 | 895.00 | \$179.00 |
| | | | | 5.90 | | \$4,810.50 |

Travel

| | | | | | | |
|------------|-----|----|---|--------------|--------|-------------------|
| 01/08/2019 | BJS | TR | Travel to NYC regarding Frank debtor-in-possession/RSA (Billed at 1/2 rate) | 3.00 | 487.50 | \$1,462.50 |
| 01/11/2019 | BJS | TR | Return travel from NYC meeting with Debtors (Billed at 1/2) | 3.00 | 487.50 | \$1,462.50 |
| 01/16/2019 | BJS | TR | Travel to NY regarding debtor-in-possession meeting (Billed at 1/2 rate) | 3.00 | 487.50 | \$1,462.50 |
| 01/31/2019 | BJS | TR | Travel to NYC regarding settlement conference (Billed at 1/2 rate) | 3.00 | 487.50 | \$1,462.50 |
| 01/31/2019 | BJS | TR | Return travel from NYC (Billed at 1/2 rate) | 3.00 | 487.50 | \$1,462.50 |
| | | | | 15.00 | | \$7,312.50 |

TOTAL SERVICES FOR THIS MATTER:**\$156,855.50**

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Expenses

| | | | |
|------------|-----|---|----------|
| 01/09/2018 | RS | Research [E106] Parasec, Inv. #125034701, PJ (UCC Searches) | 2,971.00 |
| 01/08/2019 | LN | 29184.00002 Lexis Charges for 01-08-19 | 59.73 |
| 01/08/2019 | RE2 | SCAN/COPY (14 @0.10 PER PG) | 1.40 |
| 01/08/2019 | RE2 | SCAN/COPY (2 @0.10 PER PG) | 0.20 |
| 01/08/2019 | RE2 | SCAN/COPY (3 @0.10 PER PG) | 0.30 |
| 01/08/2019 | RE2 | SCAN/COPY (37 @0.10 PER PG) | 3.70 |
| 01/08/2019 | RE2 | SCAN/COPY (268 @0.10 PER PG) | 26.80 |
| 01/09/2019 | BB | 29184.00002 Bloomberg Charges for 01-09-19 (Research) | 30.00 |
| 01/09/2019 | BB | 29184.00002 Bloomberg Charges for 01-09-19 (Research) | 4.60 |
| 01/09/2019 | BB | 29184.00002 Bloomberg Charges for 01-09-19 (Research) | 30.00 |
| 01/09/2019 | BB | 29184.00002 Bloomberg Charges for 01-09-19 (Research) | 30.00 |
| 01/09/2019 | LN | 29184.00002 Lexis Charges for 01-09-19 | 16.26 |
| 01/09/2019 | LN | 29184.00002 Lexis Charges for 01-09-19 | 119.81 |
| 01/09/2019 | RE2 | SCAN/COPY (22 @0.10 PER PG) | 2.20 |
| 01/09/2019 | RE2 | SCAN/COPY (6 @0.10 PER PG) | 0.60 |
| 01/09/2019 | RE2 | SCAN/COPY (14 @0.10 PER PG) | 1.40 |
| 01/10/2019 | LN | 29184.00002 Lexis Charges for 01-10-19 | 12.63 |
| 01/10/2019 | RS | Research [E106] Parasec, Inv. 125034701, PJ | 63.00 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |

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| 01/11/2019 | RE2 | SCAN/COPY (21 @0.10 PER PG) | 2.10 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (14 @0.10 PER PG) | 1.40 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (14 @0.10 PER PG) | 1.40 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (27 @0.10 PER PG) | 2.70 |
| 01/11/2019 | RE2 | SCAN/COPY (12 @0.10 PER PG) | 1.20 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (5 @0.10 PER PG) | 0.50 |
| 01/11/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |

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| | | | |
|------------|-----|------------------------------|------|
| 01/11/2019 | RE2 | SCAN/COPY (63 @0.10 PER PG) | 6.30 |
| 01/11/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/11/2019 | RE2 | SCAN/COPY (6 @0.10 PER PG) | 0.60 |
| 01/15/2019 | RE2 | SCAN/COPY (47 @0.10 PER PG) | 4.70 |
| 01/18/2019 | RE2 | SCAN/COPY (30 @0.10 PER PG) | 3.00 |
| 01/18/2019 | RE2 | SCAN/COPY (11 @0.10 PER PG) | 1.10 |
| 01/18/2019 | RE2 | SCAN/COPY (23 @0.10 PER PG) | 2.30 |
| 01/18/2019 | RE2 | SCAN/COPY (29 @0.10 PER PG) | 2.90 |
| 01/18/2019 | RE2 | SCAN/COPY (23 @0.10 PER PG) | 2.30 |
| 01/22/2019 | RE2 | SCAN/COPY (16 @0.10 PER PG) | 1.60 |
| 01/23/2019 | RE2 | SCAN/COPY (59 @0.10 PER PG) | 5.90 |
| 01/26/2019 | RE2 | SCAN/COPY (61 @0.10 PER PG) | 6.10 |
| 01/28/2019 | RE2 | SCAN/COPY (23 @0.10 PER PG) | 2.30 |
| 01/28/2019 | RE2 | SCAN/COPY (32 @0.10 PER PG) | 3.20 |
| 01/28/2019 | RE2 | SCAN/COPY (26 @0.10 PER PG) | 2.60 |
| 01/28/2019 | RE2 | SCAN/COPY (23 @0.10 PER PG) | 2.30 |
| 01/29/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/29/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/29/2019 | RE2 | SCAN/COPY (22 @0.10 PER PG) | 2.20 |
| 01/29/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/29/2019 | RE2 | SCAN/COPY (26 @0.10 PER PG) | 2.60 |

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|------------|-----|------------------------------|------|
| 01/29/2019 | RE2 | SCAN/COPY (23 @0.10 PER PG) | 2.30 |
| 01/29/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/29/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/29/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/29/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/29/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/29/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/29/2019 | RE2 | SCAN/COPY (26 @0.10 PER PG) | 2.60 |
| 01/29/2019 | RE2 | SCAN/COPY (35 @0.10 PER PG) | 3.50 |
| 01/29/2019 | RE2 | SCAN/COPY (23 @0.10 PER PG) | 2.30 |
| 01/29/2019 | RE2 | SCAN/COPY (23 @0.10 PER PG) | 2.30 |
| 01/29/2019 | RE2 | SCAN/COPY (22 @0.10 PER PG) | 2.20 |
| 01/29/2019 | RE2 | SCAN/COPY (24 @0.10 PER PG) | 2.40 |
| 01/29/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/29/2019 | RE2 | SCAN/COPY (27 @0.10 PER PG) | 2.70 |
| 01/29/2019 | RE2 | SCAN/COPY (24 @0.10 PER PG) | 2.40 |
| 01/30/2019 | RE2 | SCAN/COPY (41 @0.10 PER PG) | 4.10 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (18 @0.10 PER PG) | 1.80 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |

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|------------|-----|------------------------------|------|
| 01/30/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (20 @0.10 PER PG) | 2.00 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (20 @0.10 PER PG) | 2.00 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/30/2019 | RE2 | SCAN/COPY (23 @0.10 PER PG) | 2.30 |
| 01/30/2019 | RE2 | SCAN/COPY (18 @0.10 PER PG) | 1.80 |
| 01/30/2019 | RE2 | SCAN/COPY (18 @0.10 PER PG) | 1.80 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (20 @0.10 PER PG) | 2.00 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (18 @0.10 PER PG) | 1.80 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (20 @0.10 PER PG) | 2.00 |

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|---------------------------------------|-----|------------------------------|-------------------|
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/30/2019 | RE2 | SCAN/COPY (25 @0.10 PER PG) | 2.50 |
| 01/30/2019 | RE2 | SCAN/COPY (19 @0.10 PER PG) | 1.90 |
| 01/31/2019 | PAC | Pacer - Court Research | 176.10 |
| Total Expenses for this Matter | | | \$3,730.53 |

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REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 01/31/2019

| | |
|------------------------------------|--------------|
| Total Fees | \$156,855.50 |
| Chargeable costs and disbursements | \$3,730.53 |
| Total Due on Current Invoice..... | \$160,586.03 |

Outstanding Balance from prior Invoices as of 01/31/2019 **(May not reflect recent payments)**

| Invoice Number | Invoice Date | Fees Billed | Expenses Billed | Balance Due |
|----------------|--------------|-------------|-----------------|-------------|
|----------------|--------------|-------------|-----------------|-------------|

| | |
|---|--------------|
| Total Amount Due on Current and Prior Invoices | \$160,586.03 |
|---|--------------|